

# Policy Review Process

## POLICY 101

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All current policies of the North Carolina for Quality Virtual Education, Inc. (“NCQVE”) Board of Directors (the “Board”) are to be maintained in the NCQVE Board Policy Manual. Policies should be reviewed at least every three years and amended by the Board on an as- needed basis. The Chairman of the Board may assemble a Board policy committee to review Board policies. The Superintendent is directed to maintain the NCQVE Board Policy Manual, to facilitate the regular review of NCCA’s Board policies, to provide for stakeholder input as needed, and to present recommendations for policy revisions to the Board.

Any NCQVE Board policy shall be deemed void and ineffective to the extent it conflicts with a state, administrative, local, or federal law. Any stakeholder can recommend a revision to a Board policy by written request to the Superintendent or to any member of the Board.

### **Procedure**

Unless the Board votes to waive this procedure, all changes to the NCQVE Board Policy Manual should be presented to the Board with adequate time for consideration and input prior to the Board voting. “Adequate time” means at least one month notice of a proposed change.

# Board Member Code of Ethics

## POLICY 103

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North Carolina Cyber Academy (“NCCA”) Board of Directors (the “Board”) is committed to promoting the NCCA mission, overseeing the management of NCCA, and acting as guardian of the public trust by overseeing NCCA finances. In order to achieve these goals, members of the Board must maintain the highest level of ethical conduct and demonstrate professional ethical behavior at all times in their responsibilities to NCCA, in their professional relationships with each other, and in their professional service to the community.

Board members agree to adhere to the following Code of Ethics:

1. Board members shall comply with all laws;
2. Board members shall promote and adhere to all policies in the NCCA Board Policy Manual;
3. Board members shall annually review the NCCA policy governing Conflicts of Interest and diligently adhere to the procedures stated therein (Board Policy 104);
4. Board members shall demonstrate professionalism and respect in all dealings related to NCCA;
5. Board members shall faithfully promote the NCCA’s interests;
6. Board members shall maintain confidentiality of student and employee information, even if such information is generally known to the public;
7. Board members shall maintain confidentiality of Board business and NCCA information acquired as a result of Board membership, even if such information is generally known to the public;
8. Board members shall carry out Board duties honestly;
9. Board members shall attend Board meetings;
10. Board members shall devote sufficient time for adequate Board meeting preparation;
11. Board members shall attend Board governance training and conferences when possible to improve the member’s ability to serve the Board;
12. Board members shall respect the separation of duties and responsibilities between the Board, the Superintendent, and NCCA employees, to promote accountability and balanced decision-making;
13. Board members shall ensure that the independent views of Board members receive due consideration and weight;
14. Board members shall help protect NCCA’s assets;
15. Board members shall not use their position on the Board for any form of personal gain;
16. Board members shall endeavor to make informed decisions;
17. Board members shall put the Board’s interests ahead of their personal interests; and
18. Board members shall ensure that financial and other personal interests do not conflict with the member’s duty to the Board or to the School as defined by the board conflicts of interest policy.

### **Procedure**

If any Board member, student, parent, employee, or member of the community is aware that any Board member may be violating the Board Member Code of Ethics, that person should report his

or her concern to the Chairman of the Board. If the concern relates to the Chairman of the Board, the report can be made to another member of the Board or to the Superintendent. An individual receiving such a report shall make the concern known to the full Board as soon as practicable.

If the Board determines that one of its members has violated the Code of Ethics, the Board shall take appropriate corrective action; depending on the circumstances, this may include removal of a member from the Board.

**Annual Review**

Each Board member shall review this Board Member Code of Ethics every year he or she serves on the Board, and shall sign an acknowledgement indicating that he or she has reviewed the Code of Ethics and is not aware of any unreported violation.

# Conflicts of Interest

## Policy 104

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North Carolina Cyber Academy (“NCCA”) Board of Directors (the “Board”) is committed to high standards of ethical conduct. The purpose of this policy is to protect NCCA when it is contemplating entering into a transaction or arrangement that might impermissibly benefit the private financial interest of an Officer or Director of the Board, and to provide the Board with a procedure which, if observed, will allow a transaction or arrangement to be treated as valid and binding despite an actual, potential, or appearance of Conflict of Interest with respect to the transaction.

The Board places great importance on making clear any existing, potential, or appearance of Conflicts of Interest. All such Conflicts of Interest shall be declared by the member concerned and noted in the minutes. A financial interest (as defined herein) is not necessarily an impermissible Conflict of Interest. In general, a person with a financial interest has a Conflict of Interest only if the Board decides that a Conflict of Interest exists. However, under no circumstances may NCCA purchase anything from a Board member or lease a facility from a Board member, even if the Board would approve of such a transaction.

### **Definitions**

1. “Board” means the members of the North Carolina for Quality Virtual Education, Inc. Board of Directors or any Board committee with Board-delegated powers that is considering the proposed transaction or arrangement.
2. “Compensation” means direct and indirect remuneration as well as gifts or favors that are substantial in nature.
3. “Conflict of Interest” means an interest that is likely to impermissibly benefit the private interest of a Board member. Examples of a conflict of interest include (but are not limited to):
  - a. When a Board member or his/her immediate family or business interest(s) stands to gain financially from any business deadlines, programs, or services of the organization;
  - b. When a Board member offers to perform a professional service for the organization;
  - c. When a Board member stands to gain personally or professionally from any insider knowledge, if that knowledge is used to gain a personal advantage; or
  - d. When a Board member has a role on the governing body of another organization, and the activities of the other organization or governing body might directly conflict or compete with the activities of NCCA or the Board.
4. “Financial Interest” is an interest held by a person, either directly or indirectly, through business, investment, or family, that falls into one or more of the following categories:
  - a. An ownership or investment interest in any entity with which NCCA has a transaction or arrangement;
  - b. A compensation arrangement with NCCA or with any entity or individual with which NCCA has a transaction or arrangement; or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NCCA is negotiating a transaction or arrangement.
- 5. "Immediate Family" means spouse, children, brothers, sisters, parents, grandparents and grandchildren of Board member. This term includes adoption, marriage, step, half and in-law relationships.
- 6. "Interested Person" means any Director, Officer, or member of the Board who has a direct or indirect financial interest.

## **Procedures**

1. **Duty to Disclose.** In connection with any transaction or arrangement that might give rise to a Conflict of Interest, an Interested Person must disclose the existence of his or her Financial Interest and must be given the opportunity to disclose all material facts to the Board. The Interested Person must make this disclosure at the start of the regularly scheduled Board meeting following discovery of the Financial Interest; provided, however, that no action can be taken on such disclosure unless the issue was identified in the posted agenda for the meeting where required by the Open Meetings Law.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the Financial Interest and all material facts, and after any discussion with the Board, the interested Board member shall not participate in the discussions or vote on the matter. The remaining Board members shall determine whether a Conflict of Interest exists.
3. **Procedures for Addressing the Conflict of Interest**
  - a. If the Board determines that a Financial Interest of a Board member constitutes a Conflict of Interest, the Board Chair (or acting Board Chair if the sitting chair is the Interested Person) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement giving rise to the conflict of interest.
  - b. After exercising due diligence, the Board shall determine whether it can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.
  - c. If a more advantageous transaction or arrangement is not reasonably attainable, and the State's Ethics Laws do not prohibit or invalidate the proposed transaction, the Board or committee shall determine by a majority vote whether the proposed transaction or arrangement is in NCCA's best interest, for its own benefit, and whether the transaction is fair and reasonable to NCCA. Based on this determination, the Board shall decide whether to enter into the proposed transaction or arrangement.

4. **Violations of the Conflict of Interest Policy**
  - a. If the Board has reasonable cause to believe that a member has failed to disclose an actual or possible Conflict of Interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the response of the member and making such further investigation as the Board deems warranted under the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible Conflict of Interest, the Board shall take appropriate corrective action.
  
5. **Records of Proceedings.** The minutes of the Board shall document the Conflict of Interest and contain:
  - a. The names of the persons who disclosed or otherwise were found to have a Financial Interest giving rise to an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's decision as to whether a Conflict of Interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken on the subject.
  
6. **Compensation.** Members of the Board shall receive no compensation other than reimbursement of reasonable expenses incurred while fulfilling duties as a member of the Board.
  
7. **Annual Statements.** Each member of the Board shall annually sign the Conflict of Interest Disclosure Statement, which affirms that the Board member:
  - a. Has received a copy of the Conflict of Interest Policy;
  - b. Has read and understands the Policy;
  - c. Has agreed to comply with the Policy; and
  - d. Understands that the School is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
  
8. **Periodic Review.** The Board shall conduct periodic reviews to ensure that NCCA operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. In conducting the periodic reviews provided for in this section, the Board may use outside advisors. The use of outside advisors does not relieve the Board of its responsibility for ensuring that periodic reviews are conducted. The Board further authorizes the Superintendent to create regulations and/or processes to ensure a periodic review that, at a minimum, address the following subjections:
  - a. Whether compensation arrangement and benefits are reasonable and the result of arm's length bargaining and do not result in inurement or impermissible private benefit.
  - b. Whether partnership and joint venture arrangements and third-party transactions conform to written policies, are properly recorded, reflect reasonable payments for

- goods and services, further NCCA's charitable purposes, and do not result in inurement or impermissible private benefit.
- c. Whether agreements with employees and third-party payers further NCCA's charitable purposes and do not result in inurement or impermissible private benefit.

## **9. Additional Charter Requirements**

- a. No voting member of the governing board or employee of the school shall be an employee of or contract with a for-profit company that provides substantial services to the charter school for a fee.
- b. A person shall not be disqualified from serving as a member of the Board of Directors because of the existence of a conflict of interest so long as the person's actions comply with this Conflict of Interest Policy and applicable law.

# Equal Employment Opportunity

## POLICY 600

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The North Carolina Cyber Academy (“NCCA”) Board of Directors (the “Board”) believes equal employment opportunities are a vital element in our success. These principles extend to all aspects of employment including recruitment, hiring, assignment, training, compensation, benefits, terminations, promotions, and transfers. We are committed to creating and fostering a work environment free from unlawful discrimination and harassment and one in which decisions and terms of employment are not based in any way on race, creed, color, religion or religious affiliation, national origin, citizenship, age, sex, sexual orientation, gender identity and/or expression, marital status, disability, genetic information, or veteran status, or other category protected by law.

Continued success in equal employment opportunity depends not only on the commitment and involvement of those directly responsible for the program’s implementation but also on the dedication of all employees. Assuring equal employment opportunity is a fundamental and direct responsibility of all levels of management. All managers and supervisory personnel are charged with making a personal commitment to practice and enforce the principles of this Policy, including the following:

1. Recruit, hire, train, promote, transfer, and provide opportunities without regard to race, creed, color, religion or religious affiliation, national origin, citizenship, age, sex, sexual orientation, gender identity and/or expression, marital status, disability, genetic information, or veteran status;
2. Ensure that promotion decisions are made in accordance with equal employment opportunity requirements by imposing only valid, job-related requirements for promotional opportunities; and
3. Ensure that all personnel actions relating to compensation, benefits, transfers, terminations, layoffs, training and education assistance are administered in a nondiscriminatory manner.

This Policy applies to all employees, supervisors, or managers, at any level.

# Harassment and Discrimination Prohibitions

## POLICY 601

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The North Carolina Cyber Academy (“NCCA”) Board of Directors (the “Board”) is committed to providing a work atmosphere free of unlawful harassment. For the purposes of this policy, unlawful harassment is unwelcome or unwanted conduct, whether verbal, nonverbal, or physical, which: (1) demeans, degrades, or shows hostility toward another person because of that person’s race, color, religion or religious affiliation, national origin, citizenship, age, sex, sexual orientation, gender identity and/or expression, marital status, disability, genetic information, or veteran status; and (2) substantially interferes with an individual’s employment by creating a hostile work environment.

### **Procedures**

Any employee who becomes aware of allegations of unlawful discrimination or harassment involving any member of the NCCA community will bring the allegations to the attention of his or her immediate supervisor. If the offending party is the employee’s immediate supervisor, the employee shall make the report to the Superintendent. If the employee is reluctant to share his or her concerns with his or her immediate supervisor or Superintendent for any reason, the employee must report these concerns to the President of the Board.

Any supervisor receiving a complaint of unlawful discrimination or harassment involving any member of the NCCA community shall immediately notify the Superintendent in writing. Complaints will be kept confidential to the extent reasonable and possible under the circumstances, and will be investigated and handled promptly, impartially, and appropriately. Retaliation for bringing a discrimination complaint forward or for participating in an investigation will not be tolerated.

The Superintendent is directed to adopt a regulation to enforce this policy fairly and equitably, and shall ensure NCCA employees are appropriately informed regarding these prohibitions on workplace harassment and discrimination on at least an annual basis.

Date Adopted: 12-17-2020  
Revision Date: 12-17-2020